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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23204-AAA FILED

FEB 05 '02 12-45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

February 4, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 12), dated as of January 31, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21201

Lessee: Norfolk Southern Railway  
Company  
3 Commercial Place  
Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

1 locomotive NS 5529

Mr. Vernon A. Williams  
February 4, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 12)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 23204-AAA FILED

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

FEB 05 '02

12-45 PM

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of January 31, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 12 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig  
Name: William J. Romig  
Title: Vice President and Treasurer

STATE OF Virginia )  
City ) ss:  
COUNTY OF Norfolk )

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Norfolk this 30<sup>th</sup> day of January, 2002 by William J. Romig as VP & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

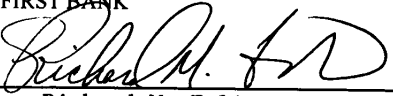
My commission expires: MARCH 31, 2002

Landra J. Kirby  
Notary Public

[Notarial Seal]

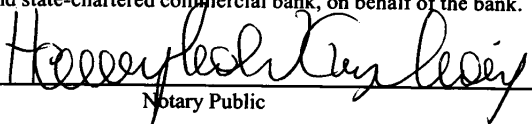
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

By:   
Name: Richard M. Folio  
Title: Vice President

STATE OF Maryland )  
CITY ) ss:  
~~COUNTY~~ OF Baltimore )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City ~~County~~ of Baltimore this 29th day of January, 2002 by Richard M. Folio as Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

| MANUFACTURER   | MODEL | TYPE                                | PRE-REFURBISHMENT ROAD NO. | SERIAL NO. | POST-REFURBISHMENT ROAD NO. |
|----------------|-------|-------------------------------------|----------------------------|------------|-----------------------------|
| General Motors | GP38  | 2000 H.P.,<br>4 axle,<br>Locomotive | NS 2855                    | 5778-5     | NS 5529                     |